

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C. A. No. 05-298-JJF
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHEFSKY, E. JOHN P. BROWNE,	)	
D. JAMES GUZY, REED E. HUNDT,	)	<b><u>PUBLIC VERSION</u></b>
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	
DAVID B. YOFFIE, ANREW S. GROVE,	)	
and INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF D. JAMES GUZY  
IN SUPPORT OF DEFENDANTS' OPPOSITION  
TO MOTION FOR SUMMARY JUDGMENT**

OF COUNSEL:

Michael D. Torpey  
James N. Kramer  
Susan D. Resley  
Kenneth P. Herzinger  
Erin L. Bansal  
ORRICK, HERRINGTON & SUTCLIFFE LLP  
405 Howard Street  
San Francisco, California 94105  
(415) 773-5700

POTTER ANDERSON & CORROON LLP  
Stephen C. Norman (#2686)  
Brian C. Ralston (#3770)  
Hercules Plaza, 6<sup>th</sup> Floor  
1313 North Market Street  
P.O. Box 951  
Wilmington, Delaware 19899  
(302) 984-6000  
E-mail: [snorman@potteranderson.com](mailto:snorman@potteranderson.com)  
E-mail: [bralston@potteranderson.com](mailto:bralston@potteranderson.com)

Attorneys for Defendants

Dated: July 25, 2005  
Public Version dated: August 1, 2005

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	Case No.: 05-298 (JJF)
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHEFSKY, E. JOHN P. BROWNE,	)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,	)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	
DAVID B. YOFFIE, ANDREW S. GROVE, and	)	
INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF D. JAMES GUZY IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO MOTION FOR SUMMARY JUDGMENT**

I, D. James Guzy, declare as follows:

1. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to those facts.

**Background**

2. I have been a member of the Board of Directors of Intel Corporation ("Intel") since 1969. I currently serve as co-Chairman of the Corporate Governance and Nominating Committee of the Board and as a member of the Board's Finance Committee.

3. Since 1969, I have been Chairman of Arbor Company, a limited partnership engaged in the electronics and computer industry.

4. I am also Chairman of the Board of PLX Technology, Inc. and a director of Cirrus Logic, Inc. and Alliance Capital Management Technology Fund.

5. I also hold three directorships within the Davis Funds complex.

**My Service on The Intel Board**

6. I am an "independent" director in accordance with the published listing requirements of NASDAQ. Because I am not an Intel officer, I am not eligible to receive any payment under the Executive Officer Incentive Program ("EOIP").

7. In 2004, I received an annual cash retainer of \$60,000 for service on Intel's Board and an additional cash retainer of \$10,000 for serving as Co-Chairman of the Corporate Governance and Nominating Committee of the Board. During 2004, I received an option to purchase a total of 15,000 shares at an exercise price of \$27.53 per share. Intel also reimburses me for my travel and related expenses in connection with attending Board meetings and Board-related activities. Intel has also provided me with a computer for my personal use. Intel does not pay meeting fees.

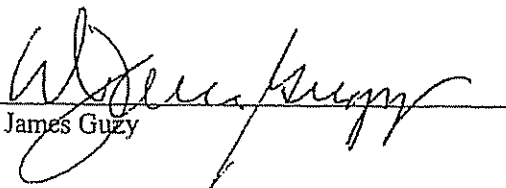
**The 2005 Proxy Statement**

**REDACTED**

REDACTED

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on July 20, 2005

  
D. James Guzy


IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on July 25, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

HAND DELIVERY

Francis G.X. Pileggi, Esquire  
Sheldon K. Rennie, Esquire  
Fox Rothschild LLP  
919 North Market Street, Suite 1300  
Wilmington, Delaware 19801

  
\_\_\_\_\_  
Stephen C. Norman (#2686)  
Brian C. Ralston (#3770)  
Potter Anderson & Corroon LLP  
Hercules Plaza, 6<sup>th</sup> Floor  
P.O. Box 951  
Wilmington, DE 19899  
(302) 984-6000  
E-mail: [snorman@potteranderson.com](mailto:snorman@potteranderson.com)  
E-mail: [bralston@potteranderson.com](mailto:bralston@potteranderson.com)

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**CERTIFICATE OF SERVICE**

I do hereby certify that, on August 1, 2005, the within document was filed with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

Francis G.X. Pileggi, Esquire  
Sheldon K. Rennie, Esquire  
Fox Rothschild LLP  
919 North Market Street, Suite 1300  
Wilmington, Delaware 19801



---

Stephen C. Norman (#2686)  
Brian C. Ralston (#3770)  
Potter Anderson & Corroon LLP  
Hercules Plaza, 6<sup>th</sup> Floor  
P.O. Box 951  
Wilmington, DE 19899  
(302) 984-6000  
E-mail: [snorman@potteranderson.com](mailto:snorman@potteranderson.com)  
E-mail: [bralston@potteranderson.com](mailto:bralston@potteranderson.com)